

November 11, 2015

To our unitholders

7-3 Marunouchi 2-chome, Chiyoda-ku,  
Tokyo  
Tokyo Building  
Japan Retail Fund Investment  
Corporation  
Executive Director Shuichi Namba

## **Notice of Convocation of the 10<sup>th</sup> General Meeting of Unitholders**

We hereby give notice of and request your attendance at the 10th General Meeting of Unitholders of the Japan Retail Fund Investment Corporation (“JRF” or the “Investment Corporation”), which will be held as follows.

**Unitholders who are unable to attend on the day of the meeting may exercise their voting rights in writing. Unitholders who wish to exercise their voting rights in writing should refer to the “Explanatory Memorandum on the General Meeting of Unitholders” at the end of this notice. After reading the Explanatory Memorandum please fill out your vote on the enclosed Voting Rights Exercise Form and return the same so that we receive it by 5:30 p.m., Thursday, November 26, 2015.**

In accordance with the provisions of Article 93, Paragraph 1 of the Law Concerning Investment Trusts and Investment Corporations, the Investment Corporation has set forth provisions regarding “Deemed Approval” in Article 48 of its current Articles of Incorporation. Accordingly, **unitholders who do not attend the meeting and do not exercise voting rights by means of the Voting Rights Exercise Form shall be included in the number of voting rights of unitholders present, and shall be deemed to approve the proposals for resolution submitted to the general meeting of unitholders. We ask that you pay due consideration to this point.**

### **Excerpt from the Investment Corporation’s Articles of Incorporation**

#### **Article 48 Deemed Approval**

- 1. Unitholders who do not attend a general meeting of unitholders and do not exercise voting rights are deemed to approve the proposals for resolution (excluding any proposals with purposes that conflict with each other in the case that multiple proposals are submitted) submitted to the general meeting of unitholders.**
- 2. The number of voting rights of unitholders deemed to approve the proposals for resolution pursuant to the provisions of Article 48.1 are included in the number of voting rights of unitholders present.**

## Details

1. Time and Date: 10 a.m., Friday, November 27, 2015  
(Reception scheduled open at 9a.m.)
2. Place: 1-1, Uchisaiwai-cho 1-chome, Chiyoda-ku, Tokyo  
“Sakura Room”, 4<sup>th</sup> Floor Main Building of Imperial Hotel (Teikoku Hotel)
3. Objectives of the general meeting of unitholders:

### Matters for Resolution

Resolution Proposal 1 - Partial amendment of the Articles of Incorporation

Resolution Proposal 2 - Appointment of one (1) executive director

Resolution Proposal 3 - Appointment of two (2) supervisory directors

Resolution Proposal 4 - Appointment of one (1) alternate executive director

Resolution Proposal 5 - Appointment of one (1) alternate supervisory director

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When you attend the meeting please hand in the enclosed Voting Rights Exercise Form to the reception desk at the meeting venue.

When a proxy attends the meeting, since it is possible for one (1) other unitholder who holds voting rights to attend the general meeting of unitholders as a proxy, the proxy shall hand in the proxy form together with the Voting Rights Exercise Form to the reception desk at the meeting venue.

Please be advised that if we need to revise any matters in the Explanatory Memorandum on the General Meeting of Unitholders during the period up until the day prior to the meeting, we will post any such revisions on our website (<http://www.jrf-reit.com/>).

Following the conclusion of the general meeting of unitholders Mitsubishi Corp. – UBS Realty Inc. - which is the Asset Management Company which manages the Investment Corporation’s assets - will consecutively hold in the same meeting venue, a briefing session on the status of the managed assets.

## Explanatory Memorandum on the General Meeting of Unitholders

### **Matters for Resolution and Explanatory Notes**

#### **Resolution Proposal 1 - Partial amendment of the Articles of Incorporation**

##### **1. Reason for amendments**

(1) Due to the revision of the Ordinance for Enforcement of the Act on Investment Trusts and Investment Corporations (Ordinance of the Prime Minister's Office No. 129 of 2000; as amended) (the "Investment Trusts Act Ordinance"), Article 11 is amended in order to clarify that the Investment Corporation has the purpose of managing its assets by investing primarily in real estate and other assets (which means the real estate and other assets stipulated in Article 105, Item 1 of the Investment Trusts Act Ordinance).

(2) In connection with the addition of the assets that fall under the specified assets (which means the specified assets stipulated in Article 3 of the Order for Enforcement of the Act on Investment Trusts and Investment Corporations (Cabinet Order No. 480 of 2000; as amended) (the "Investment Trusts Act Cabinet Order")); the same shall apply hereinafter) due to the revision of the Investment Trusts Act Cabinet Order, renewable energy power generation facilities and rights to operate public facilities, etc. shall be added as investment targets of the Investment Corporation and the related provision are newly established in order to clarify and increase investment targets of the Investment Corporation (Article 12, Paragraph 1, Items (12) and (13)). In addition, Article 13, Paragraph 3, Item (5) is newly established in order to partially increase investment targets other than the specified assets of the Investment Corporation.

(3) In order to add outstanding shares of the Corporation (Article 221-2, Paragraph 1 of the Order for Enforcement of the Act on Investment Trusts and Investment Corporations) (the "Corporation Owning Overseas Real Estate") as investment targets of the Investment Corporation, Article 12, Paragraph 1, Item (14) is newly established, and Article 14, Paragraph 7 is newly established in order to develop relevant regulations.

(4) Given the diversification of retail facilities as investment targets of the Investment Corporation and the fact that an optimal lease period differs according to tenant and property type, Article 14, Paragraph 3 is amended to change the investment policy for lease of retail properties and other real estate which the Investment Corporation owns directly or via the specified assets and lending of other managed assets, and to clarify the details of other regulations.

(5) Article 19, Item (3) is amended in order to clarify the method to evaluate the

Equity Interests in Silent Partnership on Real Estate.

(6) Article 26, Paragraph 1, Item (1) is amended in order to conform to the definition of the Distributable Amount to the contents of the rules of the Investment Trusts Association, Japan.

(7) In relation to the issues of conflict between tax and accounting at the Investment Corporation, in accordance with the revision of the Ordinance on Accountings of Investment Corporations (Cabinet Office Ordinance No. 47 of 2006; as amended) and the Act on Special Measures Concerning Taxation (Act No. 26 of 1957; as amended), etc., Article 26, Paragraph 1, Item (2), Paragraph 2 and Article 28 are amended, and Article 26, Paragraph 1, Item (3) is newly established in order to explicitly specify that the Investment Corporation may reserve or otherwise dispose of reserves for dividends and similar reserves, as well as other voluntary reserves, and to improve the related provisions.

(8) Article 32, Paragraph 2, Item (1) is amended and Item (11) of said Paragraph is newly established in order to clarify that the Investment Corporation bears the expenses relating to the issue of investment unit subscription rights and the expenses relating to the issue of corporate bonds.

(9) With respect to the term of office of the executive director and supervisory director, in light of the revision of the Act on Investment Trusts and Investment Corporations (Act No. 198 of 1951; as amended) (the “Investment Trusts Act”), Article 35, Paragraph 1 is amended in order to allow such term to be extended or shortened by resolution of a general meeting of unitholders to the extent permitted by laws and regulations.

(10) In addition to the above, the provisions that become unnecessary upon revision of the Ordinance for Enforcement of the Act on Special Measures Concerning Taxation are deleted, the Appendix that becomes unnecessary due to the enforcement of the revision of the Investment Trusts Act is deleted, and necessary amendments are made in order to clarify the content of the provisions as well as to change and clarify the expressions, to make some changes in the wording and to improve the terms and conditions.

## **2. Details of amendments**

The details of amendments are as follows. (The amended parts are underlined.)

Current Articles	Proposed Amendment
<p><b>Article 9 Administrator of Unitholders Registry</b></p> <p>1.~2. (Omitted)</p> <p>3. The register of unitholders of the Investment Corporation shall be kept in the office of the administrator of the unitholders registry. Recording and registration in the register of unitholders and other business relating to investment units, shall be handled by the administrator of the unitholders registry, not by the Investment Corporation.</p>	<p><b>Article 9 Administrator of Unitholders Registry</b></p> <p>1.~2. (No change)</p> <p>3. The register of unitholders of the Investment Corporation shall be kept in the office of the administrator of the unitholders registry. Recording and registration in the register of unitholders and other business relating to investment units, shall be handled by the administrator of the unitholders registry, not by the Investment Corporation.</p> <p>[Note] Due to some minor amendments in the Japanese counterpart, there is no change in the English sentence itself.</p>
<p><b>Article 11 Basic Policy of Asset Management</b></p> <p>The Investment Corporation shall manage its assets with the aim of securing a stable income in the mid- to long-term and steadily increasing the managed assets.</p>	<p><b>Article 11 Basic Policy of Asset Management</b></p> <p>The Investment Corporation shall manage its assets <u>by investing primarily in real property and other assets (which means the real property and other assets stipulated in Article 105, Item 1, Subitem (f) of the Ordinance for Enforcement of the Act on Investment Trusts and Investment Corporations (Ordinance of the Prime Minister’s Office No. 129 of 2000, as amended) (hereinafter, the “Investment Trusts Act Ordinance”))</u> with the aim of securing a stable income in the mid- to long-term and steadily increasing the managed assets.</p>
<p><b>Article 12 Specified Assets to be as Primary Type of Investment</b></p> <p>1. The Investment Corporation shall invest <u>principally</u> in the Specified Assets described below in accordance with the basic policy in Article 11.</p>	<p><b>Article 12 Specified Assets to be as Primary Type of Investment</b></p> <p>1. The Investment Corporation shall invest in the Specified Assets described below in accordance with the basic policy in Article 11.</p>

<p>(a)~(d) (Omitted)</p> <p>(e) Preferred equity security described in Article 2, Paragraph 9 of the Act on Securitization of Assets (Law No. 105 of 1998, as amended) (limited to the case where the purpose of which is to manage principally assets described in previous Items (a) to (c) as investment assets)</p> <p>(f) Beneficiary certificate of a special purpose trust described in Article 2, Paragraph 15 of <u>the Law Concerning Asset Securitization</u> (limited to the case where the purpose of which is to manage principally assets described in previous Items (a) to (c) as trust assets)</p> <p>(g) Beneficiary certificates of a fund described in Article 2, Paragraph 7 of the Investment Trusts Act (limited to the case where the purpose of which is to manage principally assets described in previous Items (a) to (c) as trust assets)</p> <p>(h)~(j) (Omitted)</p> <p>(k) Securities set out in Article 3 Item 1 of the Order for Enforcement of the Act on Investment Trusts and Investment Corporations (Cabinet Order No. 480 of 2000, as amended) (hereinafter, “the Investment Trusts Act Cabinet Order”); (those securities, “Securities”) (excluding the assets falling down into the previous items).</p> <p>(Newly established)</p>	<p>(a)~(d) (No change)</p> <p>(e) Preferred equity security described in Article 2, Paragraph 9 of the Act on Securitization of Assets (Law No. 105 of 1998, as amended) (<u>hereinafter, the “Asset Securitization Act”</u>) (limited to the case where the purpose of which is to manage principally assets described in previous Items (a) to (c) as investment assets)</p> <p>(f) Beneficiary certificate of a special purpose trust described in Article 2, Paragraph 15 of <u>the Asset Securitization Act</u> (limited to the case where the purpose of which is to manage principally assets described in previous Items (a) to (c) as trust assets)</p> <p>(g) Beneficiary certificates of a fund described in Article 2, Paragraph 7 of the Investment Trusts Act (limited to the case where the purpose of which is to manage principally assets described in previous Items (a) to (c) as trust assets)</p> <p>[Note] Due to some minor amendments in the Japanese counterpart, there is no change in the English sentence itself.</p> <p>(h)~(j) (No change)</p> <p>(k) Securities set out in Article 3 Item 1 of the Order for Enforcement of the Act on Investment Trusts and Investment Corporations (Cabinet Order No. 480 of 2000, as amended) (hereinafter, “the Investment Trusts Act Cabinet Order”); (those securities, “Securities”) (excluding the assets falling down into the previous items <u>or Item (n)</u>).</p> <p><u>(l) Renewable energy power generation facilities</u></p>
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<p>(Newly established)</p> <p>(Newly established)</p> <p>2. With respect to Rights to be indicated on Securities as stipulated in Article 2, Paragraph 2 of the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended), when Securities indicating those rights have not been issued, those rights shall be deemed as Securities indicating those rights, and the provisions of this and the following article shall apply to those rights.</p>	<p><u>(which means the renewable energy power generation facilities stipulated in Article 2, Paragraph 3 of the Act on Special Measures Concerning Procurement of Electricity from Renewable Energy Sources by Electricity Utilities (Act No. 108 of 2011, as amended)</u></p> <p><u>(m) Right to operate public facility, etc. (which means the right to operate public facility etc. stipulated in Article 2, Paragraph 7 of the Act on Promotion of Private Finance Initiatives (Act No. 117 of 1999, as amended) (hereinafter, the “Promotion of Private Finance Initiatives Act”)</u></p> <p><u>(n) Outstanding shares of a corporation stipulated in Article 221-2, Paragraph 1 of the Investment Trusts Act Ordinance (hereinafter, the “Corporation Holding Overseas Real Estate”) (limited to such outstanding shares acquired in excess of the number obtained by multiplying the total number of such outstanding shares (excluding the shares held by such Corporation Holding Overseas Real Estate) by the ratio set out in Article 221 of the Investment Trusts Act Ordinance)</u></p> <p>2. With respect to Rights to be indicated on Securities as stipulated in Article 2, Paragraph 2 of the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended) <u>(hereinafter, the “FIEA”)</u>, when Securities indicating those rights have not been issued, those rights shall be deemed as Securities indicating those rights, and the provisions of this and the following article shall apply to those rights.</p>
<p><b>Article 13 Assets Ancillary to Primary Type of Investment</b></p> <p>1.~2. (Omitted)</p>	<p><b>Article 13 Assets Ancillary to Primary Type of Investment</b></p> <p>1.~2. (No change)</p>

<p>3. The Investment Corporation may make an investment in the following assets which are not the Specified Assets, in addition to the assets set forth in Paragraph 1 of the preceding Article and the preceding two Paragraphs.</p> <p>(a) (Omitted)</p> <p>(b) Equity interests (excluding interests falling down into the Specified Assets) in appointed business operator (provided for in Article 2, Paragraph 5 of <u>the Law on Promotion of Realization of Public Facilities by Utilizing Private Funds (Law No. 117 of 1999, as amended)</u>) carrying out qualified project (provided for in Article 2, Paragraph 2 of such law)</p> <p>(c) Movable (equipment, fixtures and others that are affixed to real estate constructionally or in use, or assets acquired incidental to the acquisition of real estate, real estate lease rights or surface rights, both of which shall be provided for in the Civil Code (Code No. 89 of 1896, as amended))</p> <p>(d) Carbon dioxide equivalent quota provided for in the Act on Promotion of Global Warming Countermeasures (Act No. 117 of 1998, as amended) or other quota similar thereto or emission right (including emission right concerning greenhouse gases)</p> <p>(Newly established)</p>	<p>3. The Investment Corporation may make an investment in the following assets which are not the Specified Assets, in addition to the assets set forth in Paragraph 1 of the preceding Article and the preceding two Paragraphs.</p> <p>(a) (No change)</p> <p>(b) Equity interests (excluding interests falling down into the Specified Assets) in appointed business operator (provided for in Article 2, Paragraph 5 of <u>the Promotion of Private Finance Initiatives Act</u>) carrying out qualified project (provided for in Article 2, Paragraph 2 of such law)</p> <p>(c) Movable (equipment, fixtures and others that are affixed to real estate constructionally or in use, or assets acquired incidental to the acquisition of real estate, real estate lease rights or surface rights, both of which shall be provided for in the Civil Code (Code No. 89 of 1896, as amended)) <u>(excluding movable falling down into the Specified Assets)</u></p> <p>(d) Carbon dioxide equivalent quota provided for in <u>Article 2, Paragraph 6</u> of the Act on Promotion of Global Warming Countermeasures (Act No. 117 of 1998, as amended) or other quota similar thereto or emission right (including emission right concerning greenhouse gases)</p> <p>(e) <u>Rights to carry out the business to conduct the operation, etc. (which means the operation and maintenance</u></p>
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	<p><u>and the management and planning related thereto, including provision of services) of a facility and to receive use fees as its own income, which are granted by an owner of such facility (excluding rights falling down into the Specified Assets)</u></p>
<p><b>Article 14 Investment Policy</b></p> <p>1.~2. (Omitted)</p> <p>3. As a general rule, the Investment Corporation shall lease its Retail Facilities, either directly or through Specified Assets, by entering into a lease contract <u>stipulating a lease of more than 10 years. In addition,</u> the Investment Corporation shall endeavor to secure stable profits by carefully examining the financial position, operating results and industry potential of the lessee.</p> <p>4.~5. (Omitted)</p> <p>6. <u>The Investment Corporation shall, in carrying out investment activities, strive to ensure that the value of real estate, etc. (Real estate, etc. means real estate (assets listed in Article 37, Paragraph 3, Item 2, Subitems (a), (b) and (e) of the Ordinance concerning Calculation of Investment Corporations (Cabinet Office Ordinance No. 47 of 2006; including subsequent revisions); the same shall apply in this Paragraph 6), real estate leasehold, the assets listed in Subitem (f) of such Item, surface rights, easements and trust beneficiary rights in trust of those assets) accounts for seventy hundredths or more of the total amount of assets owned by the Investment Corporation.</u></p> <p>7. The Investment Corporation shall, when it acquires properties other than Retail</p>	<p><b>Article 14 Investment Policy</b></p> <p>1.~2. (No change)</p> <p>3. As a general rule, the Investment Corporation shall lease its Retail Facilities <u>and other real estate,</u> either directly or through Specified Assets, by entering into a lease contract <u>pursuant to the basic policy set forth in Article 11. Further, in relation to such lease,</u> the Investment Corporation shall endeavor to secure stable profits by carefully examining the financial position, operating results and industry potential of the lessee. <u>In addition, the Investment Corporation may also lend other managed assets.</u></p> <p>4.~5. (No change) (Deleted)</p> <p>6. The Investment Corporation shall, when it acquires properties other than Retail</p>

<p>Facilities which it deems to be appropriate, also strive to ensure stable profits with respect to those properties. (Newly Established)</p>	<p>Facilities which it deems to be appropriate, also strive to ensure stable profits with respect to those properties. <u>7. In the cases set out in Article 116-2 of the Investment Trusts Act Cabinet Order, the Investment Corporation may acquire outstanding shares or equities of a Corporation Holding Overseas Real Estate in excess of the number or amount obtained by multiplying the total number or total amount of such outstanding shares or equities (excluding the shares or equities held by such Corporation Holding Overseas Real Estate) by the ratio stipulated in Article 221 of the Investment Trusts Act Ordinance.</u></p>
<p><b>Article 16 Reinvestment of Proceeds</b></p> <p>The Investment Corporation may reinvest proceeds from sales <u>of managed assets</u>, redemption money on securities, interest, etc., trust dividends, profit distributions from <u>equity interests in silent partnerships</u> and any other proceeds.</p>	<p><b>Article 16 Reinvestment of Proceeds</b></p> <p>The Investment Corporation may reinvest <u>proceeds from managed assets or proceeds from sales thereof</u>, redemption money on securities, interest, etc., trust dividends, profit distributions from <u>Equity Interests in Silent Partnership on Real Estate</u> and any other proceeds.</p>
<p><b>Article 19 Method of and Standards for Asset Evaluation</b></p> <p>The method of and standards for asset evaluation of the Investment Corporation are to be determined by the type of managed asset, and as follows as a general rule:</p> <p>(a) (Omitted)</p> <p>(b) Trust beneficiary rights in trust of money, real estate, surface rights or real estate lease rights Real estate, surface rights and real estate lease rights of the trust assets described in Article 12, Paragraph 1, Item (b) are evaluated following the previous item. Financial assets and trust liabilities contained in the trust assets of such trust are evaluated following the generally accepted corporate accounting practices. Trust beneficiary rights are, when it is difficult to</p>	<p><b>Article 19 Method of and Standards for Asset Evaluation</b></p> <p>The method of and standards for asset evaluation of the Investment Corporation are to be determined by the type of managed asset, and as follows as a general rule:</p> <p>(a) (No change)</p> <p>(b) Trust beneficiary rights in trust of money, real estate, surface rights or real estate lease rights Real estate, surface rights and real estate lease rights of the trust assets described in Article 12, Paragraph 1, Item (b) are evaluated following the previous item. Financial assets and trust liabilities contained in the trust assets of such trust are evaluated following the generally accepted corporate accounting practices. Trust beneficiary rights are, when it is difficult to</p>

<p>apply the same accounting methods as those for trust assets which are owned directly, evaluated by subtracting the total amount of trust liabilities from the total amount of trust assets to obtain the trust net asset value.</p> <p>(c) Equity Interests in Silent Partnership on Real Estate  <u>Real estate assets, real estate lease rights and surface rights of silent partnerships are evaluated following Item (a) of this Article. Financial assets of silent partnership assets are evaluated following the generally accepted corporate accounting practices. The equity interests in silent partnership are then evaluated by subtracting the total amount of silent partnership liabilities from the total amount of those assets, obtaining the amount equivalent to the Investment Corporation's equity interest in the net asset value of the silent partnership.</u></p> <p>(d) ~ (g) (Omitted)  (h) Other  If the evaluation of an asset is not set out in the above items, the asset is evaluated as the amount that should be affixed using the Investment Trusts Association, Japan <u>evaluation rules</u> or the generally accepted corporate accounting practices.</p>	<p>apply the same accounting methods as those for trust assets which are owned directly, evaluated by subtracting the total amount of trust liabilities from the total amount of trust assets to obtain the trust net asset value.</p> <p>[Note] Due to some minor amendments in the Japanese counterpart, there is no change in the English sentence itself.</p> <p>(c) Equity Interests in Silent Partnership on Real Estate  <u>Equity interests in Silent Partnership on Real Estate are evaluated by adding the amount corresponding to the equity interest within the net profit of silent partnership to or subtracting the amount corresponding to the equity interest within the net loss of silent partnership from the acquisition price. Further, such evaluation amount means the amount equivalent to the Investment Corporation's equity interest in the net asset value of the silent partnership.</u></p> <p>(d) ~ (g) (No change)  (h) Other  If the evaluation of an asset is not set out in the above items, the asset is evaluated as the amount that should be affixed using <u>the regulations of</u> the Investment Trusts Association, Japan or the generally accepted corporate accounting practices.</p>
<p><b>Article 20 Value in Securities Registration Statements, Securities Reports and Asset Management Reports</b></p> <p>If making evaluations in a way that differs from</p>	<p><b>Article 20 Value in Securities Registration Statements, Securities Reports and Asset Management Reports</b></p> <p>If making evaluations in a way that differs from</p>

<p>the methods in Article 19 for the purposes of recording a value in a securities registration statement, securities report and asset management report, etc., evaluations are made in the following way:</p> <p>(a) (Omitted)</p> <p>(b) Trust beneficiary rights in trust of real estate, surface rights or real estate lease rights and trust beneficiary rights in monetary trusts.</p> <p>The trust assets which are real estate, surface rights and real estate lease rights are evaluated following the previous Item (a), and trust assets which are financial assets are evaluated in accordance with the generally accepted corporate accounting practices. Trust beneficiary rights are, when it is difficult to apply the same accounting methods as those for trust assets which are owned directly, evaluated by subtracting the total amount of trust liabilities from the total amount of trust assets to obtain the trust net asset value.</p> <p>(c) <u>Equity Interests in Silent Partnership</u></p> <p>Real estate, real estate lease rights and surface rights that are assets of <u>equity interests in silent partnerships</u> are evaluated following the previous Item (a). Financial assets <u>of equity interests in silent partnerships</u> are evaluated following the generally accepted corporate accounting practices. <u>The equity interests in the silent partnership</u> are then evaluated by subtracting the total amount of liabilities for</p>	<p>the methods in Article 19 for the purposes of recording a value in a securities registration statement, securities report and asset management report, etc., evaluations are made in the following way:</p> <p>(a) (No change)</p> <p>(b) Trust beneficiary rights in trust of real estate, surface rights or real estate lease rights and trust beneficiary rights in monetary trusts.</p> <p>The trust assets which are real estate, surface rights and real estate lease rights are evaluated following the previous Item (a), and trust assets which are financial assets are evaluated in accordance with the generally accepted corporate accounting practices. Trust beneficiary rights are, when it is difficult to apply the same accounting methods as those for trust assets which are owned directly, evaluated by subtracting the total amount of trust liabilities from the total amount of trust assets to obtain the trust net asset value.</p> <p>[Note] Due to some minor amendments in the Japanese counterpart, there is no change in the English sentence itself.</p> <p>(c) <u>Equity Interests in Silent Partnership on Real Estate</u></p> <p>Real estate, real estate lease rights and surface rights that are <u>underlying</u> assets of <u>Equity Interests in Silent Partnership on Real Estate</u> are evaluated following the previous Item (a). Financial assets <u>that are underlying assets of Equity Interests in Silent Partnership on Real Estate</u> are evaluated following the generally accepted corporate accounting practices. <u>The Equity Interests in Silent Partnership on Real Estate</u> are then evaluated by subtracting the total amount of liabilities for <u>Equity Interests in Silent Partnership on Real Estate</u> from the total amount of assets for <u>Equity Interests in Silent</u></p>
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<p><u>equity interests in silent partnerships</u> from the total amount of assets for <u>equity interests in silent partnerships</u> to obtain the net asset value of <u>equity interests in the silent partnership</u>.</p>	<p><u>Partnership on Real Estate</u> to obtain the net asset value of <u>Equity Interests in the Silent Partnership on Real Estate</u>.</p>
<p><b>Article 21 Borrowings and Issuance of Investment Corporation Bonds</b></p> <p>The Investment Corporation may make borrowings from qualified institutional investors described in Article 2, Paragraph 3, item 1 of the <u>Financial Instruments and Exchange Law</u> (limited to institutional investors specified by Article 67-15, Paragraph 1, item 1, b (2) of the Special Taxation Measures Law (Law No. 26 of 1957, as amended)) or issue investment corporation bonds (including short-term investment corporation bonds; the same shall apply hereinafter) in accordance with the basic policy of Article 11. The Investment Corporation shall entrust other parties in accordance with laws and ordinances to carry out business for issuing investment corporation bonds such as solicitation of persons to subscribe for the investment corporation bonds, preparation and keeping of investment corporation bonds registry (excluding the cases of short-term investment corporation bonds issued without investment corporation bonds registry), issuance, paying interest or redemption money to investment corporation obligees, and receiving requests from investment corporation obligees regarding the exercise of rights or any other proposal from investment corporation obligees.</p>	<p><b>Article 21 Borrowings and Issuance of Investment Corporation Bonds</b></p> <p>The Investment Corporation may make borrowings from qualified institutional investors described in Article 2, Paragraph 3, item 1 of the <u>FIEA</u> (limited to institutional investors specified by Article 67-15, Paragraph 1, item 1, b (2) of the Special Taxation Measures Law (Law No. 26 of 1957, as amended)) (hereinafter, the “<u>Special Taxation Measures Law</u>”) or issue investment corporation bonds (including short-term investment corporation bonds; the same shall apply hereinafter) in accordance with the basic policy of Article 11. The Investment Corporation shall entrust other parties in accordance with laws and ordinances to carry out business for issuing investment corporation bonds such as solicitation of persons to subscribe for the investment corporation bonds, preparation and keeping of investment corporation bonds registry (excluding the cases of short-term investment corporation bonds issued without investment corporation bonds registry), issuance <u>of investment corporation bonds</u>, paying interest or redemption money to investment corporation obligees, and receiving requests from investment corporation obligees regarding the exercise of rights or any other proposal from investment corporation obligees.</p>
<p><b>Article 25 Accounting Period</b></p>	<p><b>Article 25 Accounting Period</b></p>

<p>The accounting periods of the Investment Corporation end on the last day of February and August each year.</p>	<p>The accounting periods of the Investment Corporation end on the last day of February and August each year.</p> <p>[Note] Due to some minor amendments in the Japanese counterpart, there is no change in the English sentence itself.</p>
<p><b>Article 26 Cash Distribution Policies</b></p> <p>The Investment Corporation shall, in principle, pay distributions based on the following policies.</p> <p>1. Method for calculating total amount of money to be distributed to unitholders</p> <p>(a) Of the total cash distributions to unitholders, profits (hereinafter, “distributable amount”) are <u>the amount obtained by subtracting the total amount of total equity interest and surplus equity interest (total equity interest) and valuation and translation balance, etc. from the amount obtained by subtracting the total amount of liabilities from the total amount of assets as of the accounting settlement day (net asset value).</u></p> <p>(b) The Investment Corporation shall distribute <u>an</u> amount which is in excess of an amount equivalent to ninety hundredths (if this amount is changed pursuant to revisions of laws and ordinances, etc., then such amount following the revision; the same shall apply hereinafter) of the distributable income amount (hereinafter, “distributable income amount”) of the Investment Corporation as stipulated in Article 67-15, Paragraph 1 of the Special Taxation Measures Law.</p>	<p><b>Article 26 Cash Distribution Policies</b></p> <p>The Investment Corporation shall, in principle, pay distributions based on the following policies.</p> <p>1. Method for calculating total amount of money to be distributed to unitholders</p> <p>(a) Of the total cash distributions to unitholders, profits (hereinafter, <u>the “Distributable Amount”</u>) are <u>those set out in Article 136, Paragraph 1 of the Investment Trusts Act.</u></p> <p>(b) The Investment Corporation shall distribute <u>the</u> amount which is in excess of an amount equivalent to ninety hundredths (if this amount is changed pursuant to revisions of laws and ordinances, etc., then such amount following the revision; the same shall apply hereinafter) of the distributable income amount (hereinafter, <u>the “Distributable Income Amount”</u>) of the Investment Corporation as stipulated in Article 67-15, Paragraph 1 of the Special Taxation Measures Law. <u>For the avoidance of doubt, if it is deemed necessary to maintain or improve the value of the managed assets of the Investment Corporation, or if the Investment Corporation otherwise deems it appropriate, the necessary amount out of the Distributable Amount may be saved, incorporated or reserved as reserve for dividend and similar reserves and other voluntary reserves, etc. or otherwise disposed of.</u></p>

<p>(Newly established)</p> <p>2. Cash distributions in excess of profits</p> <p>The Investment Corporation may, when <u>the distributable amount</u> is not more than ninety hundredths of <u>distributable income amount</u>, or when the Investment Corporation determines <u>that it is</u> appropriate, distribute cash to unitholders in excess of <u>the aggregate of the amount of profits as capital refund</u> within the scope of laws and regulations, etc. (including the rules, etc. set out by the Investment Trusts Association, Japan). <u>However</u>, in such cases, if the amount of cash distribution is not more than ninety hundredths of <u>the amount of distributable income amount</u>, or when the Investment Corporation determines <u>that it is</u> appropriate, the Investment Corporation <u>shall be able to</u> make cash distribution <u>of a self-determined amount</u>. Any amount distributed to unitholders <u>exceeding profits</u> shall be first deducted from the capital surplus, and the remainder then subtracted from the total unitholders' capital.</p>	<p>(c) <u>Any profits that are reserved without having been applied to the distributions shall be managed pursuant to the investment target and the basic investment policy of the Investment Corporation.</u></p> <p>2. Cash distributions in excess of profits</p> <p>The Investment Corporation may, when <u>the Distributable Amount</u> is not more than ninety hundredths of <u>the Distributable Income Amount</u>, or when the Investment Corporation <u>intends to mitigate its burden of taxation or otherwise</u> determines it appropriate, distribute cash to unitholders in excess of <u>the Distributable Amount</u> within the scope of laws and regulations, etc. (including the rules, etc. set out by the Investment Trusts Association, Japan). <u>Provided, however, that</u>, in such cases, if the amount of cash distribution is not <u>yet</u> more than ninety hundredths of <u>the Distributable Income Amount</u>, or when the Investment Corporation <u>intends to mitigate its burden of taxation or otherwise</u> determines it appropriate, the Investment Corporation <u>may</u> make cash distribution <u>with the amount determined by the Investment Corporation itself</u>. Any amount distributed to unitholders <u>in excess of the Distributable Amount</u> shall be first deducted from the capital surplus, and the remainder then subtracted from the total unitholders' capital.</p>
<p><b>Article 28 Limitation of Cash Distribution</b></p> <p>The Investment Corporation is relieved of its duty to pay any cash distributions to a unitholder</p>	<p><b>Article 28 Limitation of Cash Distribution</b></p> <p>The Investment Corporation is relieved of its duty to pay any cash distributions (<u>including</u></p>

<p>if three full years have passed from the day of commencing payments without paying to the unitholder. No interest will accumulate on any unpaid cash distributions.</p>	<p><u>cash distributions to be made in excess of profits pursuant to Article 26, Paragraph 2; the same shall apply hereinafter</u>) to a unitholder if three full years have passed from the day of commencing payments without paying to the unitholder. No interest will accumulate on any unpaid cash distributions.</p>
<p><b>Article 30 Fees for Executive Directors and Supervisory Directors</b></p> <p>The Investment Corporation shall pay fees for each executive director <u>on</u> the final business day of each month in an amount set by the board of directors that is no more than 800,000 yen per month. Further, the Investment Corporation shall pay fees for each supervisory director <u>on</u> the final business day of each month in an amount set by the board of directors that is no more than 500,000 yen per month.</p>	<p><b>Article 30 Fees for Executive Directors and Supervisory Directors</b></p> <p>The Investment Corporation shall pay fees for each executive director <u>by</u> the final business day of each month in an amount set by the board of directors that is no more than 800,000 yen per month. Further, the Investment Corporation shall pay fees for each supervisory director <u>by</u> the final business day of each month in an amount set by the board of directors that is no more than 500,000 yen per month.</p>
<p><b>Article 32 Expenses</b></p> <p>1. (Omitted)</p> <p>2. In addition to Article 32.1, the Investment Corporation bears the following expenses:</p> <p>(a) Expenses relating to the issue of investment units;</p> <p>(b) ~ (j) (Omitted) (Newly Established)</p> <p>(k) Expenses required for the operation of the Investment Corporation;</p> <p>(l) Other expenses similar to the above items that are approved by the board of directors.</p>	<p><b>Article 32 Expenses</b></p> <p>1. (No change)</p> <p>2. In addition to Article 32.1, the Investment Corporation bears the following expenses:</p> <p>(a) Expenses relating to the issue of investment units <u>and allotment of investment unit subscription rights without contribution</u>;</p> <p>(b) ~ (j) (No Change)</p> <p>(k) <u>Expenses relating to the issue of investment corporation bonds</u>;</p> <p>(l) Expenses required for the operation of the Investment Corporation;</p> <p>(m) Other expenses similar to the above items that are approved by the board of directors.</p>
<p><b>Article 35 Term of Directors</b></p> <p>1. The term of office of directors is two (2) years. <u>However</u>, the term of office of directors appointed to fill a vacancy or</p>	<p><b>Article 35 Term of Directors</b></p> <p>1. The term of office of directors is two (2) years; <u>provided, however, that this shall not prevent such term from being extended or</u></p>



<p>increase numbers is the same as the remaining term of their predecessors or the directors still in office.</p> <p>2. (Omitted)</p>	<p><u>shortened to the extent permitted by laws and regulations by resolution of the general meeting of unitholders; provided, however, that</u> the term of office of directors appointed to fill a vacancy or increase numbers is the same as the remaining term of their predecessors or the directors still in office.</p> <p>2. (No change)</p>
<p style="text-align: center;"><b><u>Appendix</u></b></p> <p>1. <u>Notwithstanding the provisions of Article 35, the term of office of directors appointed at the general meeting of unitholders held on November 29, 2013 shall be two (2) years from December 13, 2013.</u></p> <p>2. <u>The amendment related to the new establishment of Article 7-2 shall become effective as of the date of enforcement of the revision to the Investment Trusts Act that permits Investment Corporation to acquire its treasury investment units with compensation by agreement with its unitholders. In addition, when separate provisions become necessary in the Articles of Incorporation regarding the acquisition of treasury investment units, provisions of the relevant articles shall be replaced in accordance with the provisions of the Investment Trusts Act after the said revision, Order for the Investment Trust Act, and Ordinance for Enforcement of the Act on Investment Trusts and Investment Corporations (Cabinet Office Ordinance No. 129 of 2000, including all subsequent amendments) (hereinafter, “Ordinance for the Investment Trust Act”).</u></p> <p>3. <u>The amendment related to the new</u></p>	<p>(Deleted)</p>

establishment of Article 40-2 shall become effective as of the date of enforcement of the revision to the Investment Trusts Act that permits the omission of a public announcement on the holding of a general meeting of unitholders. In addition, when separate provisions become necessary in the Articles of Incorporation regarding the omission of a public announcement on the holding of a general meeting of unitholders, provisions of the relevant articles shall be replaced in accordance with the provisions of the Investment Trusts Act after the said revision, the Order for the Investment Trust Act and the Ordinance for the Investment Trust Act.

## Resolution Proposal 2 - Appointment of one (1) executive director

The term of office of Shuichi Namba (Executive Director) will expire on December 12, 2013.

Accordingly, we would like to ask you to select one Executive Director. If Resolution Proposal 1 is passed at this general meeting of shareholders, the executive director's term with respect to this proposal for resolution shall be from November 27, 2015, which is the date of assuming office, to the conclusion of a general meeting of shareholders to be held within 30 days from the day after a lapse of two years from the date of assuming office whose Resolution Proposal is the appointment of executive directors, pursuant to Article 35, Paragraph 1 of the revised Articles of Incorporation in accordance with Resolution Proposal 1.

This agenda regarding the selection of an Executive Director will be approved with unanimous agreement of all the auditors at the board meeting held on October 27, 2015.

The candidate for Executive Director is as follows.

Name: (Date of birth)	Career summary	No. of JRF investment units owned
Shuichi Namba (December 18, 1957)	April 1984	0 units
	Registered as a lawyer, Ozaki & Momo-o Law Firm	
	September 1986	
	Columbia University Law School, USA	
	September 1987	
	Weil, Gotshal & Manges LLP	
	February 1988	
	Registered as a lawyer in New York State, USA	
	June 1988	
	Bankers Trust Bank	
December 1988		
Registered as a lawyer in California State, USA		
April 1989	Partner of Momo-o, Matsuo & Namba Law Firm (present post)	
February 1998	Part-time Auditor of Sanshin Corporation (present post)	
September 2001	Supervisory Director of Japan Retail Fund Investment Corporation,	
June 2002	Part-time Auditor of Itochu Enex Co., Ltd.	
December 2011	Executive Director of Japan Retail Fund Investment Corporation (present post)	
	To present	

(Note) There is no particular conflict of interests between the Investment Corporation and the abovementioned candidate for the position of executive director. The abovementioned candidate for the position of Executive Director is presently supervising execution of duties of the executive director of the Investment Corporation as the Investment Corporation's executive director.

Article 99, Paragraph 2 of the Act on Investment Trusts and Investment Corporations shall be applied to the term of office of the abovementioned candidate for the position of executive director.

### Resolution Proposal 3 - Appointment of two (2) supervisory directors

The term of office of the two supervisory directors, Masahiko Nishida and Masaharu Usuki, will expire on December 12, 2013. Accordingly, we would like to ask you to select two supervisory directors. If Resolution Proposal 1 is passed at this general meeting of shareholders, the term of office of the supervisory directors with respect to this proposal for resolution shall be from November 27, 2015, which is the date of assuming office, to the conclusion of a general meeting of shareholders to be held within 30 days from the day after a lapse of two years from the date of assuming office whose Resolution Proposal is the appointment of supervisory directors, pursuant to Article 35, Paragraph 1 of the revised Articles of Incorporation in accordance with Resolution Proposal 1.

Pursuant to the provisions of the Law Concerning Investment Trusts and Investment Corporations and Article 33 of the Investment Corporation's Articles of Incorporation, the number of supervisory directors must be at least one (1) more than the number of executive directors.

The candidates for supervisory directors are as follows.

Candidate number	Name: (Date of birth)	Career summary	No. of JRF investment units owned
1	Masahiko Nishida (June 28, 1973)	November 1998 Chuo Coopers & Lybrand Consulting Co., Ltd. February 2001 Asahi Arthur Andersen Limited April 2003 Arcadia Group Limited April 2005 Tokyo International Audit Corporation December 2005 Part-time Auditor of WebCrew, Inc.  January 2007 President of Marks Group Co., Ltd. (present post) December 2008 Part-time Auditor of Nihon Falcom Corporation January 2010 Supervisory Director of Japan Retail Fund Investment Corporation (present post) June 2012 Part-time Member of ShineWing Tokyo LLC November 2012 Resistered as a Certified Public Accountant in USA To present	0 units

Candidate number	Name: (Date of birth)	Career summary	No. of JRF investment units owned
2	Masaharu Usuki (January 4, 1958)	<p>April 1981 Long-term Credit Bank of Japan, Ltd.</p> <p>April 1994 Seconded to LTCB Research Institute Inc.</p> <p>October 1998 NLI Research Institute</p> <p>October 2000 Part-time Lecturer at the Graduate School of International Management of International University of Japan</p> <p>April 2003 Guest Professor at Chuo Graduate School of International Accounting</p> <p>October 2003 Guest Professor at Graduate School of Economics of Senshu University</p> <p>April 2005 Part-time Lecturer at Waseda University Graduate School of Finance</p> <p>April 2011 Professor at Graduate School of Economics of Nagoya City University (present post)</p> <p>December 2011 Supervisory Director of Japan Retail Fund Investment Corporation (present post)</p> <p>To present</p>	0 units

(Note) There is no particular conflict of interests between the Investment Corporation and the abovementioned candidates for the positions of supervisory director. Both of the abovementioned candidates for the position of Supervisory Director are presently supervising execution of duties of the executive director of the Investment Corporation as the Investment Corporation's supervisory directors.

#### Resolution Proposal 4 - Appointment of one (1) alternate executive director

We will seek approval to newly appoint one (1) alternate executive director who will serve in the absence of the executive director, or when the number of directors as prescribed in laws and ordinances is insufficient.

This resolution concerning the appointment of an alternate executive director shall be effective until the expiration of the term of office of the executive director with respect to Resolution Proposal 2, pursuant to Article 35, Paragraph 2 of the current Articles of Incorporation of the Investment Corporation.

The resolution concerning the appointment of the alternate executive director shall be resolved by unanimous agreement of supervisory directors at the board of directors meeting held on October 27, 2015.

The candidate for alternate executive director is as follows.

Name (Date of birth)	Career summary		No. of JRF investment units owned
Keita Araki (February 4, 1970)	Apr. 1992	Nomura Real Estate Development Co., Ltd. Housing Sales Division	0 units
	Aug. 1998	Nomura Real Estate Development Co., Ltd. International Division	
	Mar. 2001	The Toyo Trust and Banking Company, Limited (presently, Mitsubishi UFJ Trust and Banking Corporation)	
	Dec. 2001	Nomura Real Estate Development Co., Ltd. Corporate Real Estate Service Division	
	Mar. 2003	Asset Management Department, Mitsubishi Corp.-UBS Realty Inc.	
	Jun. 2010	Acquisition Department, Retail Division, Mitsubishi Corp.-UBS Realty Inc.	
	Sep. 2013	Head of Acquisition Department, Retail Division, Mitsubishi Corp.-UBS Realty Inc.	
	Feb. 2015	Deputy Head of Retail Division and Head of Asset Management Department, Retail Division, Mitsubishi Corp.-UBS Realty Inc.	
Aug. 2015	Head of Retail Division, Mitsubishi Corp.-UBS Realty Inc. (present post) To present		

(Note) The abovementioned candidate for the position of alternate executive director is currently Head of the Retail Division of Mitsubishi Corp. – UBS Realty Inc., which is the Asset Management Company entrusted by the Investment Corporation to manage its assets. There is no particular conflict of interests between the Investment Corporation and the abovementioned

candidate for the position of alternate executive director. The appointment of the abovementioned alternate executive director may be cancelled before assuming office by resolution of the board of directors of the Investment Corporation.

## Resolution Proposal 5 - Appointment of one (1) alternate supervisory director

We will seek approval to newly appoint one (1) alternate supervisory director who will serve in the absence of the supervisory director, or when the number of directors as prescribed in laws and ordinances is insufficient.

This resolution concerning the appointment of an alternate supervisory director shall be effective until the expiration of the term of office of the supervisory directors with respect to Resolution Proposal 3, pursuant to Article 35, Paragraph 2 of the current Articles of Incorporation of the Investment Corporation.

The candidate for alternate supervisory director is as follows.

Name (Date of birth)	Career summary	No. of JRF investment units owned
Shuhei Murayama (October 22, 1949)	April 1972 Tohmatsu Awoki & Co. (presently Deloitte Touche Tohmatsu LLC)	0 units
	March 1976 Registered as a Certified Public Accountant	
	August 1978 Tohmatsu Awoki & Co. (presently Deloitte Touche Tohmatsu LLC), Los Angeles office	
	July 1986 Partner of Tohmatsu Awoki & Co (presently Deloitte Touche Tohmatsu LLC)	
	August 1993 Tohmatsu & Co. (presently Deloitte Touche Tohmatsu LLC), New York office	
	August 1996 Tohmatsu & Co. (presently Deloitte Touche Tohmatsu LLC), Naha office	
	August 2000 Tohmatsu & Co. (presently Deloitte Touche Tohmatsu LLC), Tokyo office	
	August 2011 President of Shuhei Murayama CPA office (present post)	
	External director of Oracle Corporation Japan (present post)	
	February 2015 External auditor of Nippon FILCON Co., Ltd. (present post)	
	To present	

(Note) There is no particular conflict of interests between the Investment Corporation and the abovementioned candidate for the position of alternate supervisory director.